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1 FENNEMORE CRAIG, P.C.

2 Jay L. Shapiro (Arizona Bar No. 014650) 2001 JUL 23 P 3: 33

3 Karen E. Errant (Arizona Bar No. 016173)

4 3003 North Central Avenue, Suite 2600 AZ CORP COMMISSION

5 Phoenix, Arizona 85012-2913 DOCUMENT CONTROL

6 (602) 916-5000

7 Attorneys for H2O, Inc.

Arizona Corporation Commission

DOCKETED

JUL 23 2001

DOCKETED BY

BEFORE THE ARIZONA CORPORATION COMMITTEE

8 IN THE MATTER OF THE APPLICATION
9 OF H2O, INC., FOR AN EXTENSION OF
10 ITS EXISTING CERTIFICATE OF
11 CONVENIENCE AND NECESSITY.

DOCKET NO. W-02234A-00-0371

12 IN THE MATTER OF THE APPLICATION
13 OF JOHNSON UTILITIES, L.L.C., DBA
14 JOHNSON UTILITIES COMPANY FOR AN
15 EXTENSION OF ITS CERTIFICATE OF
16 CONVENIENCE AND NECESSITY TO
17 PROVIDE WATER AND WASTEWATER
18 SERVICE TO THE PUBLIC IN THE
19 DESCRIBED AREA IN PINAL COUNTY,
20 ARIZONA.

DOCKET NO. W-02987A-99-0583

21 IN THE MATTER OF THE APPLICATION
22 OF JOHNSON UTILITIES, L.L.C., DBA
23 JOHNSON UTILITIES COMPANY FOR AN
24 EXTENSION FOR ITS CERTIFICATE OF
25 CONVENIENCE AND NECESSITY TO
26 PROVIDE WATER AND WASTEWATER
SERVICE TO THE PUBLIC IN THE
DESCRIBED AREA IN PINAL COUNTY,
ARIZONA.

DOCKET NO. WS-02987A-00-0618

27 IN THE MATTER OF THE APPLICATION
28 OF DIVERSIFIED WATER UTILITIES,
29 INC. TO EXTEND ITS CERTIFICATE OF
30 CONVENIENCE AND NECESSITY.

DOCKET NO. W-02859A-00-0774

31 IN THE MATTER OF THE APPLICATION
32 OF QUEEN CREEK WATER COMPANY
33 TO EXTEND ITS CERTIFICATE OF
34 CONVENIENCE AND NECESSITY.

DOCKET NO. W-01395A-00-0784
NOTICE OF FILING FRANCHISE
APPROVAL

1 H2O, Inc., hereby files the attached Franchise from Maricopa County granting approval to
2 construct, maintain and operate a domestic water distribution system in following portions of
3 Maricopa County:

4 Section 13, Township 2 South, Range 7 East;

5 North ½ of the Northeast ¼ of Section 24, Township 2 South, Range 7 East;

6 North ½ of Section 26, Township 2 South, Range 7 East;

7 North ½ of the North ½, Section 25, Township 2 South, Range 7 East.

8
9 H2O requested the franchise extension in order to renew and incorporate the areas
10 contained in its existing franchise and to provide water utility service to Section 13, Township 2
11 South, Range 7 East, Maricopa County. Section 13 is included within H2O's application to
12 extend its CC&N currently pending in this docket.
13

14 RESPECTFULLY SUBMITTED this 23rd day of July, 2001.

15 FENNEMORE CRAIG, P.C.

16
17
18 By Karen E. Shapiro
19 Jay L. Shapiro
20 Karen E. Errant
21 3003 North Central Avenue
22 Phoenix, Arizona 85012-2913
23 Attorneys for H2O, Inc.

24 AN ORIGINAL and ten copies
25 of the foregoing were filed
26 this 23rd day of July, 2001 with:

Docket Control
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007

1 A COPY of the foregoing
2 was delivered this 23rd
3 day of July, 2001 to:
4 Marc Stern, Hearing Officer
5 Arizona Corporation Commission
6 1200 W. Washington Street
7 Phoenix, Arizona 85007
8
9 Teena Wolfe, Esq.
10 Legal Division
11 Arizona Corporation Commission
12 1200 West Washington St.
13 Phoenix, AZ 85007
14
15 A COPY of the foregoing
16 was mailed this 23rd
17 day of July, 2001 to:
18 Thomas H. Campbell
19 Lewis & Roca
20 40 N. Central Avenue
21 Phoenix, Arizona 85007
22 Attorney for Johnson Utilities, L.L.C.
23
24 William P. Sullivan
25 MARTINEZ & CURTIS
26 2712 N. 7th Street
Phoenix, AZ 85006-1090
Charles A. Bischoff
Jorden & Bischoff
7272 E. Indian School Road, Suite 205
Scottsdale, AZ 85251
Attorneys for Queen Creek Water Co.
Petra Schadeberg
Pantano Development Limited Partnership
3408 North 60th Street
Phoenix, Arizona 85018-6702
Richard N. Morrison
Salmon, Lewis & Weldon
4444 N. 32nd Street, Suite 200
Phoenix, AZ 85018

1 Dick Ames
2 Vistas Partners, O.K.
3 1121 West Warner Road, Suite 109
4 Tempe, AZ 85284

5 Kathy Almena
6 Wellford, O.K.
7 3850 E. Baseline Road, Suite 123
8 Mesa, AZ 85206

9 By C. Vojta

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BEFORE THE BOARD OF SUPERVISORS

OF

MARICOPA COUNTY, STATE OF ARIZONA

IN THE MATTER OF THE APPLICATION OF)

H2O, Inc.)

) FRANCHISE

FOR A FRANCHISE

BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF MARICOPA COUNTY, STATE OF ARIZONA, THAT:

WHEREAS, H2O, Inc., hereinafter designated as the Grantee, doing business in Maricopa County, Arizona, bearing date of April 30, 2001, praying for the right, privilege, license to extend the franchise area to construct, maintain and operate a domestic water distribution system, consisting of pipelines, meters, connections and all necessary or useful appurtenances and equipment, for a period not to exceed twenty-five (25) years or for a period of one (1) year after the franchised area or a portion thereof is annexed by a municipality, whichever is shorter, for H2O, Inc., along, upon, under and across public highways, roads, alleys and thoroughfares (excepting State Highways), within that portion of Maricopa County, Arizona, known and described as follows, to-wit:

Section 13, Township 2 South, Range 7 East, Maricopa County.

North ½ of the Northeast ¼ of Section 24, Township 2 South, Range 7 East, Maricopa County.

North ½, Section 26, Township 2 South, Range 7 East, Maricopa County.

North ½ of the North ½, Section 25, Township 2 South, Range 7 East, Maricopa County.

and not within the confines of any incorporated city or town, and under such restrictions and limitations and upon such terms as the Board of Supervisors may provide, not inconsistent with the laws of the State of Arizona, or the orders and rules of the Corporation Commission of the State of Arizona, and that the Board take such proceedings herein as is provided by laws of the State of Arizona; and

WHEREAS, upon filing said application, the said Board of Supervisors on the 16th day of May, 2001, ordered that public notice of the intention of said Board to make such grants be given by publishing a notice in the official newspaper of Maricopa County, published in the County of Maricopa, State of Arizona, and that 9:00 a.m., on the 20th day of June 2001, at the meeting room of said Board of Supervisors located at 205 West Jefferson Street, in the City of Phoenix, Arizona, be set as the time and place of hearing the said application; and

WHEREAS, the said application coming on regularly for hearing on said day and it appearing by the affidavit of the duly authorized agent of the said time and place set for the consideration of such application has been published for at least once a week for the three-week period prior to said date set forth herein, to-wit:

In the issues of the said newspaper on May 31, June 7, and 14, 2001, and it appearing that no sufficient protest has been filed by the qualified electors of the said County petitioning said Board of Supervisors to deny such license and franchise, and it further appearing the best interests of Maricopa County will be served by the granting of said application and the franchise referred to therein;

NOW, THEREFORE, the Board of Supervisors of Maricopa County, State of Arizona, acting on behalf of said County does hereby grant unto H2O, Inc., doing business in Maricopa County, Arizona, subject to the terms, conditions and limitations hereinafter contained, the right, privilege, license and franchise to construct, maintain and operate a domestic water distribution system consisting of pipe lines, meters, connections, and all necessary equipment, for a period of not-to-exceed twenty-five (25) years or for a period of one (1) year after the franchised area is annexed by a municipality, whichever is shorter, for the supplying of this service along, upon, under and across the public highways, roads, alleys and thoroughfares (excepting State highways) within that portion of Maricopa County, Arizona, hereinabove described, under such restrictions and limitations and upon such terms as this Board at any time may provided, not inconsistent with the laws of the State of Arizona, or the orders and rules of the Corporation Commission of the State of Arizona, specifically providing, however, that:

- 1) All rights hereunder are granted under the express condition that the Board of Supervisors of said Maricopa County shall have the power at any time to impose such restrictions and limitations and to make such regulations on such highways, roads, and thoroughfares as may be deemed best for the public safety, health, welfare and convenience.
- 2) All rights hereby granted shall be exercised so as to not interfere or conflict with any easements or rights-of-way heretofore granted by said Board of Supervisors and now in force.
- 3) All rights hereby granted shall be exercised so as not to interfere or conflict with any easement, either public or private, of whatsoever nature, which has been acquired in or to the proper use of said highway, roads, and thoroughfares, or any portion thereof.
- 4) All rights hereby granted shall be exercised so as not to interfere or conflict with or endanger in any way the proper use by the public of said highways, roads, and thoroughfares, or any portion thereof.
- 5) That the said Grantee shall bear all expenses incurred including damages and compensation for the alteration of the course, direction, surface, grade or alignment of any of the said highways, roads and thoroughfares necessarily made by the said grantee for the purpose of this franchise; that said grantee will maintain his equipment from time to time as may be needed, without the necessity of notice from Maricopa County. In the event the said grantee shall fail to make any repairs within ten days from the time same becomes necessary, then Maricopa County may cause the same to be made, and said grantee agrees to pay Maricopa County the cost thereof.

- 6) That all property of the franchise be installed and operated by the said grantee and shall be placed, removed or relocated, initially and throughout the term of this franchise, along, in, over, under and across the said highway, roads and thoroughfares, in such a manner and location as the Board of Supervisors or its duly authorized agents may designate. Such placement, removal or relocation shall be done at the sole expense of the grantee upon a determination by the Board of Supervisors of Maricopa County that such placement, removal or relocation is necessary.

If the grantee fails or refuses to so remove or relocate, Maricopa County may so remove or relocate, at the sole expense of grantee, such expense to include any and all damages and compensation of whatsoever nature arising therefrom.

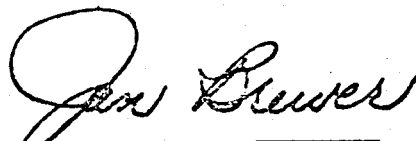
In this section the term "property" includes conduits, pipe, wires, poles, or other structures and appliances used to supply or deal in gas, electricity, lights, water, heat, refrigeration, power, telephones, telegraph, television and other public utilities.

Any finding or determination made by the Board of Supervisors pursuant hereto shall be final and binding upon the grantee whether or not such findings or determinations relates to the requirements of public safety or welfare, the use of public roads or the need for proposed improvements, and whether or not the function to be served by such removal or relocation is of a governmental or proprietary nature.

- 7) That said grantee shall indemnify and save harmless, the said County of Maricopa from all costs, expense and liabilities in connection with the granting of this franchise and exercise of the same by them.
- 8) That the rights of any person claiming to be injured in any manner by the maintenance of said projects and equipment shall not be affected hereby.
- 9) That the terms and conditions of this franchise shall inure to the benefit of, and be binding upon, all the heirs and assigns of the said Grantee.
- 10) That the franchise and privilege herein granted shall not be deemed to be exclusive and the said Board of Supervisors hereby expressly reserves the right and power to grant from time to time similar franchises and privileges over the same territory and highways, roads and thoroughfares.
- 11) This franchise is granted upon the express condition that the Certificate of Convenience and Necessity be procured from the Corporation Commission of the State of Arizona and the Certificate of Assured Water Supply be procured from the Arizona Department of Water Resources and proof thereof submitted to the Board of Supervisors within six months from the date of granting of this franchise; and if such Certificates are not granted within six months from said date, then this franchise to be void, otherwise to be in full force and effect for the time herein specified.
- 12) All materials and construction methods used with the public right-of-way shall conform to the applicable standards, specifications and special provisions currently in effect in Maricopa County.

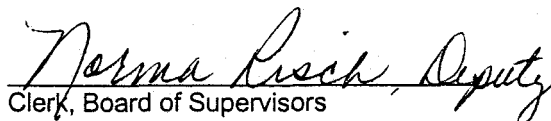
- 13) The Franchise holder shall obtain a construction permit from the Office of the County Engineer prior to construction of any facilities in the public right-of-way.

DATED this 20th day of June, 2001



Chairman, Board of Supervisors

ATTEST:


Clerk, Board of Supervisors